

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>FIELDWOOD ENERGY LLC, et al.,</b>  <b>Debtors.<sup>1</sup></b>	§ § § § § § § § §	<b>Chapter 11</b>  <b>Case No. 20-33948 (MI)</b>  <b>(Jointly Administered)</b>
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**FIRST SUPPLEMENTAL DECLARATION OF  
MATTHEW S. BARR IN SUPPORT OF APPLICATION  
OF DEBTORS FOR AUTHORITY TO RETAIN AND EMPLOY  
WEIL GOTSHAL & MANGES LLP AS ATTORNEYS FOR  
DEBTORS EFFECTIVE AS OF PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Matthew S. Barr, hereby declares as follows:

1. I submit this declaration (the “**First Supplemental Declaration**”) as a supplement to my declaration, dated August 24, 2020 (the “**Original Declaration**”),<sup>2</sup> in support of the *Application of Debtors for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date* [Docket No. 246] (the “**Weil Retention Application**”). On September 16, 2020, the Court entered an order approving the application [Docket No. 355] (the “**Retention Order**”).

2. This First Supplemental Declaration has been prepared in accordance with paragraph 17 of the Original Declaration, which provides that if any new material, relevant facts,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Original Declaration.

or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

### **Supplemental Disclosure**

3. Subsequent to the filing of the Original Declaration, the Debtors and their advisors updated the Debtors' Potential Parties in Interest list to (a) include parties in interest that have either filed a notice of appearance in these chapter 11 cases or a written request to receive notices and that were not previously included in the parties in interest list and (b) add certain other parties in interest. Weil has revised such updated Potential Parties in Interest list and conducted additional searches within its client database, in accordance with the "Firm Disclosure Procedures" described in the Original Declaration. During the course of such review, Weil determined that three parties listed as "Matched Entities" on Exhibit 2 to the Original Declaration should also be identified as follows: (1) Willis Towers Watson US LLC as an "Ordinary Course Professional;" (2) ExxonMobil Corporation and (3) XTO Energy, Inc. each as a "Notice of Appearance Party/Interested Party." In addition, based on these searches and information, Weil discloses the additional relationships listed on the schedule annexed hereto as **Schedule 1** (the "**Supplemental Disclosure Schedule**").

4. To the best of my knowledge and information, the annual fees for each of the last two years paid to Weil by any party listed on the Disclosure Schedule or its affiliates, on an aggregate basis, did not exceed 1% of the Firm's annual gross revenue, except for those fees paid by the following entities and their affiliates: (i) GE Oil & Gas Compression Systems, LLC, (ii) GE Oil & Gas Logging Services Inc., and (iii) GE Oil & Gas Pressure Control LP, which are or were unsecured creditors of the Debtors.

5. As stated in the Original Declaration, I believe Weil does not hold or represent any interest adverse to the Debtors' estates in the matters upon which Weil is employed by the Debtors and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code and modified by section 1107(b) of the Bankruptcy Code. To the extent any information disclosed herein requires amendment or modification upon Weil's further review or as additional party-in-interest information becomes available to it, a further supplemental declaration will be filed.

6. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: November 16, 2020  
Houston, Texas

/s/ Matthew S. Barr  
Matthew S. Barr  
Partner  
Weil, Gotshal & Manges LLP

**Schedule 1**

**Supplemental Disclosure Schedule**

**Supplemental Disclosure Schedule<sup>1</sup>**

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to Weil</b>
Frontier Drilling ASA	Known Affiliations of Board Members	<b>Related to Former Client</b>
GE Oil & Gas Compression Systems, LLC GE Oil & Gas Logging Services Inc. GE Oil & Gas Pressure Control LP	Vendor/ Suppliers	<b>Affiliate or Subsidiary of Current Client</b>
Pan American Petroleum Corporation	Other Potential Parties in Interest	<b>Affiliate or Subsidiary of Current Client</b>
Potential Bidder	Parties submitted Indications of Interest, but not Bids	<b>Current Client</b>
Solex	Utility Providers/Utility Brokers	<b>Related to Current Client</b>
Potential Bidder	Parties that have Submitted Bids	<b>Affiliate or Subsidiary of Current Client</b>

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<sup>1</sup> As previously disclosed, the Debtors have been pursuing a sale process for their deepwater assets. Weil has not disclosed herein the identity of any potential bidder but will make such information available to the Office of the United States Trustee and the advisors to the Official Committee of Unsecured Creditors on a confidential and professional eyes only basis.